

**APPLICATION FOR
PURCHASE OR ASSUMPTION
of less than a majority of
LIABILITIES
submitted to the
ARKANSAS STATE BANK DEPARTMENT**

We, the undersigned Directors of

Corporate Title of Applicant	Charter Number
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Street Address

City	County	State	Zip Code
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hereby apply to the State Bank Commissioner for written permission to purchase or assume less than a majority of liabilities of:

Corporate Title of Target	Charter Number
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Street Address

City	County	State	Zip Code
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Resulting Corporate Title (If Applicable)

Street Address

City	County	State	Zip Code
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If a branch office is maintained, will this branch location be operated under a different trade name than the corporate title of Applicant?

Yes ☐ No ☐

If the answer is Yes, then please provide the proposed trade name of the branch and complete the enclosed application for fictitious name. Please remain aware of the Interagency Statement on Branch Names, dated May 1, 1998, which details federal guidelines for depository institutions operating branches under different trade names.

Name, title, address, and telephone number of person(s) to whom inquiries concerning this application may be directed:

Signature of Authorized Officer	Date of Application
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Typed Name	Title	Telephone Number
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Fee: Applicant shall submit to the Department a non-refundable filing fee of \$3,000 for purchase or assumption of liabilities.

Confidentiality: Pursuant to the provisions of the Freedom of Information Act, the application is a public document and available to the public upon request.

If Applicant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its subsidiaries, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested. The request for confidential treatment must be submitted in writing concurrently with the submission of the application, and must discuss in detail the justification for confidential treatment. Such justification must be provided for each response for which confidential treatment in the public portion of the application is requested. Applicant's reasons for requesting confidentiality should demonstrate specifically the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. It must be demonstrated that disclosure would meet either the "substantial competitive harm" or "unwarranted invasion of personal privacy" test.

Information for which confidential treatment is requested should be: (1) Specifically identified in the public portion of the application (by reference to the confidential section); (2) bound separately from the public portion of the application; and (3) labeled "Confidential". The same procedure should be followed with regard to filing any supplemental information to the application.

The Department will determine if information submitted as confidential will be so regarded, and will advise Applicant of any decision to make available to the public information labeled "Confidential". However, it shall be understood that, without prior notice to Applicant, the Department may disclose or comment on any of the contents of the application in the Order or Statement issued by the Department in connection with a decision on the application.

If a branch office is to be established as a result of the proposed transaction, the following requirements apply:

Notice Published by Applicant: Notice of intent to file an application must appear in a newspaper of statewide circulation one time at or prior to the actual filing of the application with the Bank Commissioner. Evidence of such publication of notice must accompany the application.

Fictitious Name: Pursuant to A.C.A. § 23-48-309 – Names of state banks and subsidiary trust companies; “No state bank or subsidiary trust company shall conduct any business in this state under a fictitious name unless it first files with the Commissioner a form supplied or approved by the Commissioner giving the following information:

1. The fictitious name under which business is being or will be conducted by the applicant corporation;
2. A brief statement of the character of business to be conducted under the fictitious name;
3. The corporate name, state of incorporation, and location (giving city and street address) of the registered office in the state of the applicant corporation.”

See Attachment – **Application for Fictitious Name**

SUPPORTING INFORMATION/DOCUMENTATION

Applicant must submit the following information and/or documentation in support of the application. **If a branch office will not be established as a result of the proposed transaction, respond “Not Applicable” to items 1 through 6. If a branch office will be established as a result of the proposed transaction, respond “Not Applicable” to item 8.** Please number responses to correspond with the following:

1) A certified copy of a Board Resolution or minutes of the meeting of the board at which a motion was passed authorizing the establishment of the proposed branch. The Board Resolution must specify an authorized expenditure amount which includes all fixed asset expenditures associated with establishment of the branch office.

See Attachment - **Resolution of the Board of Directors**

2) Notice of intent to file an application must appear in a newspaper of statewide circulation one time at or prior to the actual filing of the application with the Bank Commissioner. Evidence of such publication of notice must accompany the application.

See Attachment - **Example of Legal Notice**

3) A brief legal description of any property to be acquired along with a physical description of any structures to be acquired or constructed along with an itemized schedule of costs (submit a copy of any option-to-purchase executed by the bank or its representative and a copy of the proposed contract or estimate of costs to be incurred with the establishment of the proposed branch).

See Attachment - **Fixed Asset Expenditures**

4) An itemized list of all equipment, furniture, fixtures, vault, etc., to be acquired (The bank, in establishing this new office, must develop external security procedures and install security devices in compliance with applicable federal statutes and regulations).

SUPPORTING INFORMATION/DOCUMENTATION (CONTINUED)

5) Address the following:

- a) discuss why management proposes to purchase the branch office;
- b) discuss how the proposed office complies with Applicant's written strategic plan;
- c) identify services to be offered to support consumer needs.

6) Submit the following information:

- a) a projected budget and pro forma balance sheet of the bank for a three year period from the date the proposed branch is to be placed into operation;
- b) a separate budget, income and expense categories listed separately for the branch office for a three year period;
- c) provide interest rate assumptions. Also, identify the number of employees required to operate the branch office and what positions will be maintained;
- d) schedule of loans and deposits for the proposed branch for each of the three years. Note the amount of existing loans and deposits included in the projections;
- e) identify the projected break-even point (deposit level). If additional capital is anticipated submit the proposed capital plan.

7) A certified copy of a resolution authorized and approved by the board of directors of the assuming state bank and the selling depository institution agreeing to the purchase and sale.

See Attachments – Resolution of the Board of Directors (Assuming state bank and selling depository institution)

- 8) a) Submit a projected budget and pro forma balance sheet of the bank for a three year period from the date the liabilities are acquired.**
- b) If additional capital is anticipated submit the proposed capital plan.

SUPPORTING INFORMATION/DOCUMENTATION (CONTINUED)

9) A statement of the estimated assets and liabilities and income and expenses of the proposed resulting bank, as of the date of the last call report, is as follows:

Applicant may report financial information in another format, however, please include all accounts listed below. Add other accounts which may have a bearing on the evaluation of the transaction.

	Applicant	Target	Adjustments	Consolidated
ASSETS				
CASH				
SECURITIES				
LOANS				
LESS RESERVES				
FIXED ASSETS				
OTHER REAL ESTATE				
OTHER ASSETS				
TOTAL ASSETS	\$	\$	\$	\$
LIABILITIES				
NON-INT BEARING DEP				
INT BEARING DEPOSITS				
TOTAL DEPOSITS				
FED FUNDS PURCHASED				
SUBORDINATED NOTES				
OTHER LIABILITIES				
TOTAL LIABILITIES				
TOTAL EQUITY CAPITAL	\$	\$	\$	\$
CONSOLIDATED CURRENT OPERATING EARNINGS				
INT AND DIS ON LOANS				
INT AND DIV ON SEC				
SERVICE CHARGE INC				
OTHER OPERATING INC				
GROSS OPERATING INC	\$	\$	\$	\$
CURRENT OPERATING EXPENSES				
INT DEPOSITS				
INT BORROWINGS				
SALARIES AND WAGES				
PROV FOR LOAN LOSS				
OTHER OPERATING EXP				
INCOME TAXES				
TOTAL OPERATING EXP	\$	\$	\$	\$

NET OPERATING INC	\$	\$	\$	\$
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SUPPORTING INFORMATION/DOCUMENTATION (CONTINUED)

10) Discuss any changes contemplated in the directorate or active management of the Bank as a result of the proposed transaction.

11) Please state the anticipated consummation date of the proposed transaction.

RESOLUTION OF THE BOARD OF DIRECTORS

The Board of Directors of the Applicant at a meeting duly called and held on _____ adopted the following Resolution: _____
Date

WHEREAS, it is the sense of this meeting that application should be made on behalf of this bank to the State Bank Commissioner and to the _____

(FDIC/Federal Reserve)

for written consent to establish a branch at

_____, _____
Street Address City or Town Arkansas
State

in accordance with provisions of **State and Federal laws and banking regulations;**

NOW, THEREFORE, IT IS RESOLVED, that the President or Vice President and the Cashier or Secretary of this institution are hereby authorized and directed to make application on behalf of this institution to the State Bank Commissioner and to the _____

(FDIC/Federal Reserve)

to establish a branch at:

_____, _____
Street Address City or Town County

and to submit in connection therewith information on the several factors enumerated in State and Federal statutes and to provide such assurances as may be required for the purpose of inducing the State Bank Commissioner and the Board of Directors of the _____

(FDIC/Federal Reserve)

to grant written consent to the establishment of a branch as indicated in this Resolution. The Board of Directors of the Applicant hereby authorize expenditures up to \$_____ for the establishment of the proposed office. Additional expenditures above the approved amount must have the prior approval of the Board of Directors.

The above Resolution has not been rescinded or modified and has been duly entered in the minutes book of the Applicant. Application is made, hereby.

Name and Location of Applicant

Signature of President or Vice President

Date

Attest (Cashier or Secretary)

Date

Seal

EXAMPLE OF LEGAL NOTICE

NOTE: Federal Reserve member banks are required to publish separate legal notices for the Federal Reserve and the State Bank Department.

(for Federal Reserve member banks)

(Name and location of main office) intends to apply to the Federal Reserve Board for permission to assume less than a majority of liabilities of: *(target, address, city, county, state)*. The Federal Reserve considers a number of factors in deciding whether to approve the application including the record of performance of banks we own in helping to meet local credit needs.

You are invited to submit comments in writing regarding this application to the Federal Reserve Bank of St. Louis, P.O. Box 442, St. Louis, Missouri 63166. The comment period will not end before *(date - must be not less than 30 days from date of notice)* and may be somewhat longer. The Board's procedures for processing applications may be found at 12 C.F.R. Part 262. Procedures for processing protested applications may be found at 12 C.F.R. § 262.25. To obtain a copy of the Board's procedures or if you need more information about how to submit your comments on the application contact Vice President Randall C. Sumner (314) 444-8644. The Federal Reserve will consider your comments and any request for public meeting or formal hearing on the application if they are received by the Reserve Bank on or before the last date of the comment period.

This notice is published pursuant to the Federal Reserve Act.

(Name of Bank)

By: _____
(President)

(for the Arkansas State Bank Department)

Notice is hereby given that *(name and location of applicant)* has made application to the Arkansas State Bank Department for *(subject matter of application, including the specific location)*.

Any person desiring to comment on this application to the Arkansas State Bank Department may do so by filing his or her comments in writing to the State Bank Commissioner at the office of the department, 400 Hardin Road, Suite 100, Little Rock, Arkansas 72211. Written comments, including any formal protests, concerning this application must be received in the Arkansas State Bank Department no later than 15 days following the date of the actual filing of the application.

This notice is published pursuant to The Arkansas Banking Code of 1997.

(Name of Bank)

By: _____
(President)

EXAMPLE OF LEGAL NOTICE
(for FDIC member banks)

Notice is hereby given that the *(name and location of applicant)* has made application to the Federal Deposit Insurance Corporation and the Arkansas State Bank Department for permission to assume less than a majority of liabilities of: *(target, address, city, county, state)*.

Any person wishing to comment on this application may file his or her comments in writing with the Area Director of the Federal Deposit Insurance Corporation at its Area Office at 5100 Poplar Avenue, Suite 1900, Memphis, Tennessee 38137, not later than *(insert the date 30 days after the first publication)*. The period may be extended by the Area Director for good cause. The nonconfidential portion of the application file is available for inspection within one day following the request for such file. It may be inspected in the Corporation's Area Office during regular business hours. Photocopies of information in the nonconfidential portion of the application file will be made available upon request. A schedule of charges for such copies can be obtained from the Area Office.

If resulting bank will operate offices of the other bank as branches, include the following statement in the notice: It is contemplated that all offices of the above-named institutions will continue to be operated (with the exception of [insert identity and location of each office that will not be operated]).

Any person desiring to comment on this application to the Arkansas State Bank Department may do so by filing his or her comments in writing to the State Bank Commissioner at the office of the department, 400 Hardin Road, Suite 100, Little Rock, Arkansas 72211. Written comments, including any formal protests, concerning this application must be received in the Arkansas State Bank Department no later than 15 days following the date of the actual filing of the application.

This notice is published pursuant to Part 303.7 of the Rules and Regulations of the Federal Deposit Insurance Corporation and The Arkansas Banking Code of 1997.

(Name of Bank)

By: _____
(President)

FIXED ASSET EXPENDITURES

Provide an itemized list of all equipment, furniture, fixtures, vaults, etc. to be acquired.

PERMANENT QUARTERS ANTICIPATED

Give brief physical description of structures to be acquired or constructed, including square footage, number of offices, number of teller windows, etc. Also, include legal description of property.

Circle One	Owned	Leased	Total Cost
IF OWNED	Land Building Furniture and Equipment TOTAL FIXED ASSET EXPENDITURE		
IF LEASED	Leasehold Improvements Furniture and Equipment TOTAL FIXED ASSET EXPENDITURE		

Additional comments:

**FIXED ASSET EXPENDITURES
TEMPORARY QUARTERS**

Are temporary quarters anticipated:
If yes, complete the following:

___ Yes ___ No

STREET ADDRESS	DIRECTION AND DISTANCE FROM PERMANENT QUARTERS
	MONTHLY RENTAL OR COST (SPECIFY)

Give a brief physical description of structures to be acquired or constructed, including square footage, number of offices, number of teller windows, etc. Also, include legal description of property.

State of Arkansas
ARKANSAS STATE BANK DEPARTMENT

APPLICATION FOR FICTITIOUS NAME

To: Frank White
Bank Commissioner
Arkansas State Bank Department
400 Hardin Road, Suite 100
Little Rock, Arkansas 72211-3502

Pursuant to the provisions of The Arkansas Banking Code of 1997, the undersigned applicant hereby applies for the use of a fictitious name and submits herewith the following statements:

1. The name of the applicant and its date of qualification in Arkansas:

2. The home state of applicant:

3. The fictitious name under which business is being or will be conducted by the applicant entity:

4. The character of the business to be conducted under such fictitious name is:

5. The location (street address and city) of the registered office of applicant in Arkansas is:

Street _____

City _____ Zip Code _____

Signature _____

Chairman of the Board, President or other officers (If directors have not been selected, the incorporator may execute)

Address: _____

INSTRUCTIONS:

Prepare this form in duplicate and send to the Arkansas State Bank Department, Little Rock, Arkansas. The duplicate bearing the file marks of the Commissioner will be returned to the state bank, registered out-of-state bank or subsidiary trust company. A.C.A. § 23-48-309

Fee: \$25.00

RESOLUTION OF THE BOARD OF DIRECTORS OF

(Assuming state bank)

WHEREAS, this Board of Directors has determined it would be in the best interest of _____ to approve the purchase of assets and/or
(Assuming state bank)
assumption of liabilities from _____ pursuant to the
(Selling depository institution)
terms of the purchase-and/or-assumption agreement executed on _____.
(Date)

WHEREAS, this Board of Directors has discussed the proposed agreement between _____ and _____ and has
(Assuming state bank) (Selling depository institution)
determined that it would be in the best interest of _____ to join in and
(Assuming state bank)
be bound by the purchase-and/or-assumption agreement.

IT IS THEREFORE RESOLVED, that _____ approve, join
(Assuming state bank)
in and be bound by the purchase-and/or-assumption agreement, all of which is hereby approved.

IT IS FURTHER RESOLVED, that officers and directors of _____ are
(Assuming state bank)
hereby authorized to do and perform such further acts and things consistent herewith as may be
necessary to give effect to the purposes of this Resolution, including making application on
behalf of this institution to the appropriate regulatory agencies.

THIS RESOLUTION has not been rescinded or modified and has been duly entered in the
minutes books of _____.
(Assuming state bank)

Date: _____

Name of institution: _____

By: _____

(President or Vice President)

Attest: _____

(Cashier or Secretary)

RESOLUTION OF THE BOARD OF DIRECTORS OF

(Selling depository institution)

WHEREAS, this Board of Directors has determined it would be in the best interest of _____
(Selling depository institution) to approve the sale of assets to and/or
assumption of liabilities by _____ pursuant to the
(Assuming state bank)
terms of the purchase-and/or-assumption agreement executed on _____.
(Date)

WHEREAS, this Board of Directors has discussed the proposed agreement between
_____ and _____ and has
(Selling depository institution) (Assuming state bank)
determined that it would be in the best interest of _____ to join in and
(Selling depository institution)
be bound by the purchase-and/or-assumption agreement.

IT IS THEREFORE RESOLVED, that _____ approve, join
(Selling depository institution)
in and be bound by the purchase-and/or-assumption agreement, all of which is hereby approved.

IT IS FURTHER RESOLVED, that officers and directors of _____ are
(Selling depository institution)
hereby authorized to do and perform such further acts and things consistent herewith as may be
necessary to give effect to the purposes of this Resolution, including making application on
behalf of this institution to the appropriate regulatory agencies.

THIS RESOLUTION has not been rescinded or modified and has been duly entered in the
minutes books of _____.
(Selling depository institution)

Date: _____

Name of institution: _____

By: _____

(President or Vice President)

Attest: _____

(Cashier or Secretary)